

1201 HAYS STREET

800-342-8086

1210

900-250-0171

900-250-0393

CSC networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 583162 6040A

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ 122.50

ORDER DATE : April 21, 1995

ORDER TIME : 10:46 AM

ORDER NO. : 583162

CUSTOMER NO: 6040A

CUSTOMER: Sara Chambers, Legal Assistant
Tele-media Corporation
P. O. Box 5301
320 West College Avenue
Pleasant Gap, PA 16823

FOREIGN FILINGS

300001463063

NAME: U.S. TELE-MEDIA INVESTMENT
COMPANY

XX PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie W. Krebs

RECEIVED

95 APR 24 11:12

95 APR 24 PM 1:16

SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: U.S. Tele-Media Investment Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Allen C. Jacobson

(Name of Person)

at (814) 231 - 6732 .

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

U. S. Tele-Media Investment Company

of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
phrases of like import in language as will clearly indicate that it is a corporation instead of a natural person
partnership if not so contained in the name at present.)

2. Delaware 3. 25-1754348
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/7/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 320 West College Avenue, P. O. Box 5301
Pleasant Gap, PA 16823
(Current mailing address)

8. Ownership of entities that own and operate cable television systems.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 Hayes Street
Tallahassee, Florida, 32301
(Zip Code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relative to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.*

Corporation Service Company

Gail Shelby
(Registered agent's signature)
Gail Shelby, as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to
delivery of this application to the Department of State, by the Secretary of State or other official
having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 PM 1:16

12. Names and addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

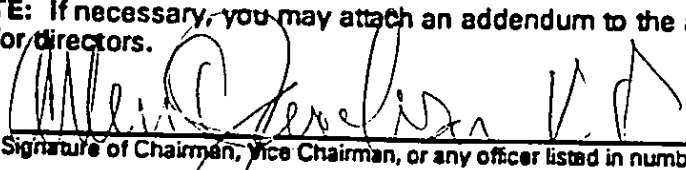
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Allen C. Jacobson, V. P. of Legal Affairs & Asst. Secretary
(Typed or printed name and capacity of person signing application)

U.S. TELE-MEDIA INVESTMENT COMPANY (DELAWARE)

LIST OF DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert E. Tudek	Chairman and Chief Executive Officer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16923
Everett I. Mundy	Vice Chairman and President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16923

LIST OF OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert E. Tudek	Chairman and Chief Executive Officer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Everett I. Mundy	Vice Chairman and President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Jon A. Allegretti	Executive V. P. and Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Robert D. Stemler	Senior V. P. of Finance and Treasurer	804 Jacksonville Road P. O. Box 39 Bellefonte, PA 16823
Thomas F. Kenly	Senior V. P. of Operations	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Ralph E. Steffan	Senior Vice President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Richard W. Shore	V. P. of Corporate Development and Tax Affairs	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert R. Shepherd	Senior V. P. and General Sales Manager	224 West Main Street Ravenna, OH 44240
Russell G. Bambarger	Senior Vice President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Frank R. Vicente	Senior V. P. and General Manager and Assistant Secretary	3971 Deep Rock Road Richmond, VA 23233
Gerald P. Corman	Senior Vice President and General Manager	1156-B Alum Creek Drive P. O. Box 09768 Columbus, OH 43209
Tony S. Swain	Senior Vice President and General Manager	6833 Vista Parkway North W. Palm Beach, FL 33411
James M. Trostle	Senior Vice President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Douglas F. Best, III	Vice President and General Manager	Merchant's Mart State P. O. Box 2109 Vineyard Haven, MA 02568
Robert H. Stewart	Vice President and Director of Purchasing	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Charles J. Hilderbrand	Vice President and General Manager	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Steven E. Roval	V. P. of Accounting/ Management Information Services	804 Jacksonville Road P. O. Box 39 Bellefonte, PA 16823
James J. Mundy	Vice President and General Manager and Assistant Secretary	111 Smith Hines Road Unit E Greenville, SC 29607

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Thomas E. Mundy	Vice President of Corporate Development	3971 Deep Rock Road Richmond, VA 23233
Robert R. Shock	Vice President and General Manager	605 Lake Bardwell Dr. Suite C Ennis, TX 75119
Allen C. Jacobson	Vice President of Legal Affairs and Assistant Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Frank C. Baxter, Jr.	Asst. Vice President and Director of Engineering	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Elsie M. Tudek	Administrative V. P. and Asst. Secretary/ Assistant Treasurer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Jean C. Brown	Administrative V. P. and Asst. Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Burton G. Peterson	Asst. Administrative Vice President	6833 Vista Parkway North W. Palm Beach, FL 33411
George T. Buchan	Asst. Vice President and Asst. General Manager	420 West Aiken Road Eden, NC 27288
Thomas A. Olsen	Asst. Vice President and Asst. General Manager	3971 Deep Rock Road Richmond, VA 23233
Ralph E. Stettin, III	Asst. Vice President and Asst. General Manager	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Wayne P. Harrison	Asst. Vice President and Asst. General Manager	1156-B Alum Creek Drive P. O. Box 09768 Columbus, OH 43209
Anthony Masella, Jr.	Asst. Vice President of Marketing	3934 Lake Padgett Drive Land O'Lakes, FL 34639

12/07/94

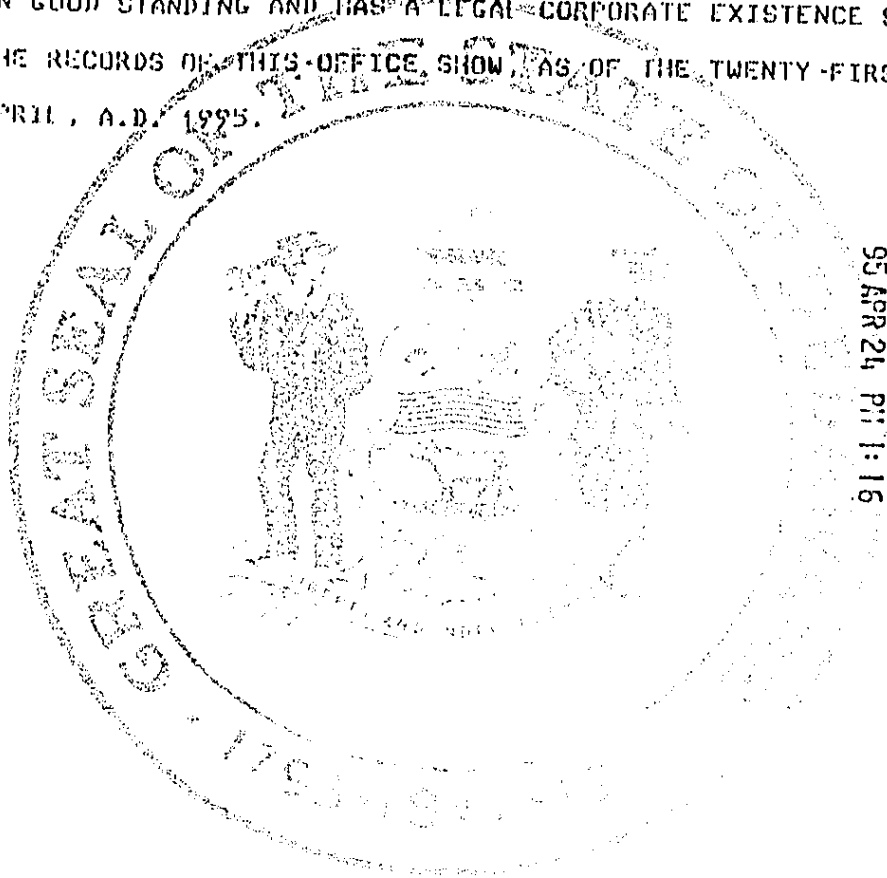
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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "U.S. TELE-MEDIA INVESTMENT COMPANY"
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND
IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR
AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TWENTY-FIRST DAY
OF APRIL, A.D. 1995.



SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 PM 1:16



Edward J. Freel

Edward J. Freel, Secretary of State

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750088078

AUTHENTICATION:

7480405

DATE:

04-21-95